EXTRAORDINARY GENERAL MEETING
CONVENING NOTICE

Pursuant to the legal and statutory provisions, the shareholders of **TRACTEBEL ENERGIA S.A.** ("Tractebel" or "Company") are hereby convened to the Extraordinary General Meeting to be held on December 17, 2014, beginning at 4:30 p.m. at the Company's registered offices at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255 in the city of Florianópolis, capital of the state of Santa Catarina with the following Day's Agenda:

EXTRAORDINARY GENERAL MEETING:

1. To amend the corporate bylaws of the Company to: i) in the sole paragraph of Article 19, transfer the powers from the board of directors to the board of executive officers for the contracting of financial and surety instruments acceptable and necessary for guaranteeing judicial processes and financial settlement of operations conducted within the scope of the Electric Power Trade Board; ii) establish in Article 2, the powers of the board of executive officers to decide on the opening, amending and closing of branches, agencies and offices in Brazil and the board of directors when such events occur overseas; and iii) to make minor adjustments to the wording in subsection XI of Article 19, relating to the concession of guarantees and sureties in favor of third parties;
2. If the preceding matter is approved, to consolidate the Company's Corporate Bylaws.

Pursuant to the provision of Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we inform that the following documents are held at the disposal of the shareholders at the Company's registered offices as well as in the website of the Company (www.tractebelenergia.com.br), of the BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br): the comparative table with the justification for the amendments proposed and the corporate bylaws containing the proposed amendments duly highlighted.

Pursuant to the applicable legislation and Article 13 of the Corporate Bylaws, the shareholders shall substantiate their status as such at least 72 (seventy-two) hours before the Meeting is scheduled to be held, by delivering during business hours to the Company's registered offices, documents corroborating their ownership of the shares of Tractebel, care of U.O. Assuntos Jurídicos.

In addition to substantiating their ownership of the shares issued by the Company, the shareholders shall produce the following documents in order to take part in the Meeting:

- Personal Shareholders: an official identity document with a photograph.

- Corporate Entity Shareholders: *i)* notarized copy of the most recent corporate bylaws or consolidated articles of association or of their amendments and the minutes of the election of the directors, should these not be included in the articles of association; and *ii)* original or notarized copy of an official identification document with a photograph of the legal representative(s).

- Investment Funds: *i)* original or notarized copy of the fund's most recent consolidated regulations or their amendments, of the fund administrator's corporate bylaws or consolidated articles of association or their amendments together with the minutes of the election of the directors of the fund administrator, should these not be included in the articles of association; and *ii)* and an original or notarized copy of an official identification document with photograph of the legal representative(s).

Should the shareholder be represented by an attorney-in-fact, in addition to the corporate acts listed above for corporate entity shareholders and investment funds, presentation must be made of the official identification document of the attorney-in-fact and the power of attorney with specific powers granted pursuant Paragraph 1, Article 126 of the LS/A, by means of a public or private instrument, in the latter case, with the signature of the grantor notarized in a notary public's office, presentation of the identification document of the signatory to the power of attorney being waived.

Florianópolis (SC), December 2, 2014.

Maurício Stolle Bähr

Chairman of the Board of Directors